

OFFICIAL FILE

ORIGINAL

ILLINOIS COMMERCE COMMISSION

(File Original and 3 copies)

Docket No.

00-0002

ICC Office Use Only

VECTRIS TELECOM, INC.

Application for a Certificate of
Local and Interexchange Authority
To Operate as Reseller and Facilities-based :
Carrier of Telecommunications Services in :
The State of Illinois.

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**
(Use additional sheets as necessary.)

CHIEF CLERK'S OFFICE

JAN 3 10 33 AM 00

ILLINOIS
COMMERCE COMMISSION

GENERAL

1. Applicant's Name (including d/b/a, if any) **FEIN # 912005002**
Vectris Telecom, Inc. (((Vectris)))
Address: Street 5000 Plaza on the Lake, Suite 305
City Austin State/Zip Texas 78746
2. Authority Requested: (Mark all that apply) X 13-403 x 13-404 x 13-405
3. Request for waivers/variances: In applications for exchange service authority under Sections 13-404 or 13-405, waivers of Part 710 and of Section 735.180 of Part 735 are generally requested. In applications for interexchange service authority under Sections 13-403 and 13-404, waivers of Part 710 and Part 735 are generally requested. Please indicate which waivers Applicant is requesting.
X 710 x 735 x Section 735.180 X Other'
4. In what area of the state does the Applicant propose to provide service?
Vectris seeks authority to offer telecommunications services throughout the State of Illinois. However, Vectris currently does not seek to terminate any small or rural exemptions existing under Section 251 of the federal Telecommunications Act.
5. Please attach a sheet designating contact persons to work with Staff on the following:
 - 1) issues related to processing this application

¹ Vectris also requests authorization pursuant to 83 Il. Admin. Code Part 250 to maintain its books and records outside the State of Illinois, at its principal place of business.

- 2) consumer issues
- 3) customer complaint resolution
- 4) technical and service quality issues
- 5) "tariff" and pricing issues
- 6) 9-1-1 issues
- 7) security/law enforcement

Please identify each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any.

Please see Attachment 1.

6. Please check type of organization?
- | | |
|-----------------|---|
| - Individual | <u> X </u> Corporation |
| Partnership | Date corporation was formed <u>October 14, 1999</u> |
| Other (Specify) | In what state? <u>Delaware</u> |
7. Submit a copy of articles of incorporation and a copy of certificate of authority to transact business in Illinois.

Please see Attachment 2.

8. List jurisdictions in which Applicant is offering service(s).
- Vectris is not currently offering service in any jurisdiction. In addition to the State of Illinois, Vectris is seeking authority to provide local exchange and interexchange telecommunications services in Kansas, Oklahoma, Arkansas, Ohio, Missouri, Michigan, Wisconsin, Indiana and Texas.**
9. Has the Applicant, or any principal in Applicant, been denied a Certificate of Service or had its certification revoked or suspended in any jurisdiction in this or another name?
- YES (Please provide details) X NO
10. Have there been any complaints against the Applicant in any other jurisdiction?
- YES X NO
- If YES, describe fully. _____
-
11. Will the Applicant keep its books and records in Illinois? X YES X NO
- If NO, permission pursuant to 83 Ill. Adm. Code Part 250 needs to be requested.

As noted in response to question 3 above (footnote 1), Applicant hereby requests authority to maintain its books and records outside the State of Illinois, at its principal place of business.

MANAGERIAL

12. Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Please see Attachment 3.

13. List officers of Applicant.

Please see Attachment 4.

14. Does any officer of Applicant have an ownership or other interest in any other entity which has provided or is currently providing telecommunications services? YES X NO

If YES, list entity. _____

15. How will Applicant bill for its service(s)? **Vectris will bill directly for all services offered.**

16. How does Applicant propose to handle service, billing, and repair complaints?

Vectris will maintain a toll-free customer service number to address service, billing and repair complaints. Vectris' customer service representatives will be available during normal business hours.

17. Will personnel be available at Applicant's business office during regular working hours to respond to inquiries about service or billing? X YES _____ NO

18. What telephone number(s) would a customer use to contact your company?

Vectris is in the process of obtaining a toll free customer service number. The number will be established before Vectris begins providing services.

19. What are your procedures to prevent unauthorized slamming of customers?

Applicant will comply with Illinois law and the Federal Communications Commission's ("FCC's") regulations regarding how interexchange carriers may change a consumer's Primary Interchange Carrier. Applicant will also comply with the FCC's regulations regarding how carriers may change a consumer's primary local exchange provider.

20. If granted authority to operate as a local exchange carrier, will the applicant abide by the following 83 Illinois Administrative Code Parts: 705, 710, 720, 725, 735, 755, 756, 757, 770, and 772?

X YES _____ NO (If NO, please provide an explanation.)

21. Will the applicant sign and return membership forms to the Universal Telephone Assistance Corporation and the Illinois Telecommunications Access Corporation?

X YES ----NO

FINANCIAL

22. Please attach evidence of applicant's financial fitness through the submission of its most current income statement and balance sheet, or other appropriate documentation of applicant's financial resources and ability to provide service.

Please see Attachment 5.

TECHNICAL

23. Does Applicant utilize its own equipment and/or facilities? X YES NO

If YES, please list: Vectris proposes to provide service through its own electronic equipment collocated at ILEC central offices, through the use of unbundled network elements leased from other certificated carriers, and/or through the resale of the services of other carriers. Vectris may later construct its own switching and transmission facilities as market conditions warrant. Vectris will deploy xDSL technology to provide high-speed, high quality data connections. Vectris plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. Vectris will establish a hub in each metropolitan area in which it provides service. The hub will be connected to Vectris' collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects.

If NO, which facility provider(s)'s services does Applicant use?

24. Please describe the nature of service to be provided (e.g., operator services, Internet, debit cards, long distance service, local service).

Initially, Vectris intends to provide data transmission services only, but request authority to provide a full range of facilities-based and resold local exchange and interexchange telecommunications services so that it may expand its service offering to include voice services in the future.

25. Will technical personnel be available at all times to assist customers with service problems?

 X YES NO

26. If Applicant intends to provide payphone service, will the equipment utilized comply with FCC requirements and Finding (9) of the Commission Order entered in Docket No. 84-0442 on June 11, 1986, including, but not limited to: (a) touch dialing (b) access to 9-1-1 and "0" operator dialing without use of a coin; (c) rules governing use of payphones by disabled persons; (d) ability to complete local and long-distance calls; (e) unlimited duration for local calls; and (f) a message explaining the telephone's general operations, dialing instructions for emergency assistance, payphone owner's name, method of reporting service problems and method of receiving credit for faulty calls? - Y E S NO

Not applicable. Applicant currently does not intend to provide payphone service in Illinois.


(Signature of Applicant)

OATH

My Commission expires: 7-14-01

ATTACHMENT 1

Response to Question 5(a-g)

Question 5: Please attach a sheet designating contact persons to work with Staff on the issues listed below, including each contact person's (i) name, (ii) title, (iii) mailing address, (iv) telephone number, (v) facsimile number, and (vi) e-mail address, if any:

- 1) issues **related to** processing this application

Dana Frix
Brian McDermott
Counsel for Vectris Telecom, Inc.
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007-S 116
Telephone: (202) **375-9500**
Facsimile: (202) 424-7645
E-mail: **DFrix@swidlaw.com**
E-mail: **BMMcDermott@swidlaw.com**

- 2) consumer issues

Carey **Balzer**
President and CEO
5000 **Plaza** on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) **327-2794**

- 3) customer complaint resolution

Carey **Balzer**
President and CEO
5000 Plaza on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (5 12) 327-2794

- 4) **technical and** service quality issues

Carey **Balzer**
President and CEO
5000 Plaza on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

5) “tariff” and pricing issues

Carey Balzer
President and CEO
5000 Plaza on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

6) 9-1-1 issues

Carey Balzer
President and CEO
5000 Plaza on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

7) security/law enforcement

Carey Balzer
President and CEO
5000 Plaza on the Lake
Suite 305
Austin, TX 78746
Telephone: (512) 327-2442
Facsimile: (512) 327-2794

ATTACHMENT 2

**Articles of Incorporation and
Certificate of Authority to Transact Business in Illinois**

State of Delaware

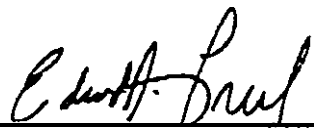
PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CMB TELECOM, INC.", CHANGING ITS NAME FROM "CMB TELECOM, INC." TO "VECTRIS TELECOM, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

3128610 8100

991510942

AUTHENTICATION:

DATE:

0110269

12-01-99

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF **INCORPORATION**
OF
CMB TELECOM, INC.

CMB Telecom, Inc. (the "Company"), a corporation organized and existing under and by **virtue** of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: The name of the **corporation** is **CMB Telecom, Inc.**

SECOND: The date on which **the** original **Certificate** of Incorporation of the Company was filed with **the** Secretary of State of the State of Delaware was November 15, 1999.

THIRD: The Board of Directors of the Company, acting in accordance **with the** provisions of Sections **141(f)** and 242 of **the** General Corporation Law of the State of Delaware, adopted resolutions to amend and restate Article I of the Company's **Certificate** of incorporation to read in **full** as follows:

‘The ***name of the Corporation is Vectris Telecom, Inc.*** (the “Corporation”).’

FOURTH: Thereafter, **pursuant** to a resolution of the Board of Directors, this Certificate **of** Amendment was submitted to **the** stockholders of the Company for **their** approval and was approved by them in accordance **with** the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

[The remainder **of this** page **is** intentionally **left** blank.]

IN WITNESS WHEREOF, The Company has caused this Certificate of Amendment of Certificate of Incorporation to be signed by its President and attested to by its Secretary this 30th day of November, 1999.

CMB Telecom, Inc.



Carey Balzer
President

ATTEST:



Carey Balzer
Secretary

State Of Delaware
Office of the Secretary of State

PAGE 1

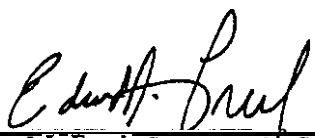
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CMB TELECOM, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3128610 8100

991495397



Edward J. Freel, Secretary Of State

0093366

AUTHENTICATION:

11-19-99

DATE:

CERTIFICATE OF INCORPORATION

OF

CMB TELECOM, INC.

ARTICLE ONE

The name of the corporation is CMB Telecom, Inc. (the "Corporation").

ARTICLE TWO

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is Corporation Service Company.

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE FOUR

The Corporation shall be authorized to issue two classes of stock to be designated respectively "Preferred Stock" and "Common Stock"; the total number of shares which the Corporation shall have the authority to issue is three thousand (3,000); the total number of shares of Preferred Stock shall be one thousand (1000) and each such share shall have a par value of \$.001; and the total number of shares of Common Stock shall be two thousand (2,000) and each such share shall have a par value of \$.001.

The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of **Preferred** Stock in series, and by filing a certificate pursuant to the applicable law of the State of Delaware, to establish **from** time to time the number of shares to be included in each such series, and to fix the designation, voting power, or other powers, preferences and rights of the shares of each, such series and any qualifications, limitations or restrictions thereof.

ARTICLE FIVE

The name and mailing address of the sole incorporator is as follows: **Alan Green, Gray Cary Ware & Freidenrich LLP, 100 Congress Avenue, Suite 1440, Austin, TX 78701-4042.**

ARTICLE SIX

The Corporation is to have perpetual existence.

ARTICLE SEVEN

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE EIGHT

The initial Board of Directors shall consist of one (1) member, and the name and address of the individual who is to serve as director until the first annual meeting of the stockholders, or until his successor or successors are elected and qualified, is as follows:

<u>Name</u>	<u>Mailing Address</u>
Carey M. Balzer	3601 Tekoa Cove Austin, TX 78746

ARTICLE NINE

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept **outside the State** of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE TEN

The Corporation shall indemnify, to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware, as amended from time to time, all persons who it may indemnify pursuant thereto. The personal liability of a director of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director shall be limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as it now exists or may hereafter be amended. Any repeal or modification of this paragraph by the stockholders of the Corporation **shall** not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE ELEVEN

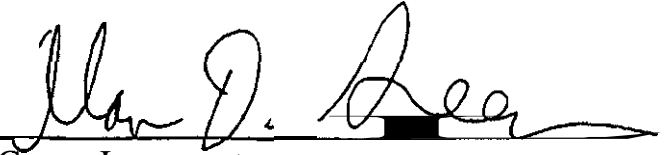
The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE TWELVE

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter

prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to ~~the~~ General Corporation Law of the State of Delaware, do make this certificate hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the **18th** day of November, **1999**.



Alan Green, Incorporator

FileNumber 6078-630-5

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR AMENDED CERTIFICATE OF AUTHORITY OF
VECTRIS TELECOM, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 15TH day of DECEMBER A.D. 1999 and of the Independence of the United States the two hundred and 24TH



C-212.3

Jesse White

Secretary of State

Form BCA-13.40

(Rev. Jan. 1999)

**APPLICATION FOR AMENDED
CERTIFICATE OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS**File # 6078-630-5

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1837
<http://www.sos.state.il.us>

FILED

DEC 15 1999

**JESSE WHITE
SECRETARY OF STATE**This space for use by
Secretary of State

Date

12/15/99

Filing Fee

\$ 25.00

Approved: 

Remit payment in check or money
order, payable to "Secretary of State."

1. (a) CORPORATE NAME: CMB Telecom, Inc.(b) If changed, NEW CORPORATE NAME: Vectris Telecom, Inc.

(c) (Complete only if the new corporate name is not available in this state.)

ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the
transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) If changed, Period of Duration: no change

3. If changed, Purpose or Purposes proposed to be pursued in transacting business in this State:
(If not sufficient space to cover this point, use reverse side or add one or more sheets of this size.)

no change

EXPEDITED

DEC 15 1999

SECRETARY OF STATE

4. This application is accompanied by a copy of the articles of Amendment to the Articles of Incorporation, if any, as evidence of any change of name, duration or purpose reported herein, such copy being duly authenticated by the proper officer of the state or country wherein the corporation is incorporated, which certification is not more than ninety (90) days old. The filing fee for the certified copy of the Articles of Amendment is \$25 unless the amendment acts as a restatement of the Articles of Incorporation, in which case the filing fee is \$100. In the event the statutory change was effected in a merger, a certified copy of the merger is required, plus applicable fee.

5. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be BLACK INK.)

Dated December 7 1999

(Month/Day)

(Year)

CMB Telecom, Inc.

(Exact Name of Corporation)

attested by Carey M. Balzer

(Signature of Secretary or Assistant Secretary)

Carey M. Balzer, Secretary

(Type or Print Name and Title)

by Carey M. Balzer

(Signature of President or Vice President)

Carey M. Balzer, President

(Type or Print Name and Title)

ATTACHMENT 3

Response to Question 13

Question 13: Please attach evidence of the applicant's managerial and technical resources and ability to provide service. This may be in either narrative form, resumes of key personnel, or a combination of these forms.

Biographies of Key Personnel of Vectris Telecom, Inc.

Carey Balzer

Carey Balzer is the President and Chief Executive Officer of Vectris Telecom, Inc. He previously held a similar position with ChoiceCom, a facilities-based CLEC that provided local, long distance and data services in the southwest region. Structured as a limited partnership between subsidiaries of ICG Communications, Inc. ("ICG") and Central and South West Corporation ("CSW"), the Company was wholly acquired by ICG in December of 1998, at which time he became head of ICG's marketing and product development efforts. He has over fifteen years experience in the communications industry with demonstrated success in marketing, sales and general management, holding executive roles with US West Communications and Sprint in addition to those above.

John Moshier

John Moshier, Senior Vice President of Products and Technology, is responsible for Vectris' product development, product management and CTO functions. He previously spent over twelve years with Sprint where he held numerous roles relating to the development and management of key data and internet services within their local and long distance divisions. While there, he was instrumental in the development and launch of the Sprint ION product offering, providing him with recent, relevant experience in the development and deployment of DSL services.

Gordon Sitton

Gordon Sitton, Senior Vice President of Network, is responsible for the design, engineering, construction and management of the Company's network, including oversight of the provisioning function and Network Operations Center. Most recently serving as Vice President of Infrastructure Deployment for ICG, his telecommunications experience also includes heading up the Network Operations and Engineering function for ChoiceCom and over fourteen years with Southwestern Bell in various operational and financial roles. Additionally, Gordon founded, built and sold to Time-Warner seven Texas-based, franchised and independent Cable Television Companies over a nine-year period.

Steve Guastella

Steve Guastella, Vice President of Data Engineering, brings over fifteen years experience as a communications engineer, hardware/software design and support engineer. Most recently he oversaw the management of the world's largest electronic transaction network for Transaction Network Services, since acquired by PSI Net. Prior to that he spent nine years in various engineering assignments with Sprint, providing design, implementation and network management support for their X.25 Packet Data, Frame Relay, and their Intranet and Internet public and private IP networks.

Joe Samples

Joe Samples, Vice President of Information Services, brings over fifteen years experience in building and managing information technology and systems. He previously served as CIO for ChoiceCom, where he was responsible for the evaluation and implementation of all systems to support their business. The remainder of his information technology experience has been largely within the communications division of CSW, where he also held regulatory and project management roles.

Nancy Hayes

Nancy Hayes serves as Vice President of Finance, HR and Administration for Vectris. She previously served as CFO and VP of HR/Administration for ChoiceCom, where she oversaw all financial functions for the Company as well as helped build it from a three- person start-up to over two hundred employees in a two-year period. Prior to that, she held various accounting, treasury and financial forecasting functions with Southwestern Electric Power, a CSW subsidiary.

ATTACHMENT 4

Response to Question 13

Officers:

Carey Balzer	President and CEO
John Moshier	Senior Vice President- Products & Technology
Gordon Sitton	Senior Vice President- Networks
Nancy Hayes	Vice President- Finance, HR & Administration

Directors:

Carey Balzer
Ravi Mhatre
Peter Van Genderen
Fred Wang

ATTACHMENT 5

Response to Question 22

Vectris has sufficient financial capability to provide and maintain its interexchange and local exchange telecommunications services throughout the State of Illinois and sufficient financial capability to meet any lease or ownership obligations it may incur. Vectris is a wholly owned subsidiary of Vectris Communications, Inc. ("Vectris Communications"). Both Vectris and Vectris Communications are recently formed corporations. Thus, no historical financial documents are available at this time. Vectris Communications secured \$15.9 million through the sale of preferred stock to three venture capital firms (Stolberg, Meehan & Scano, Trinity Ventures, and Weiss, Peck and Greer Venture Partners) on November 23, 1999. Vectris Communications also anticipates receiving an additional \$2 million by March 1, 2000 as part of this first round of funding via the sale of additional preferred stock to management and several strategic investors.

Vectris is a privately held corporation and its financial statements are not a part of the public record in any jurisdiction. Therefore, Vectris is providing a one-year projection of the Company's Income Statement and Balance Sheet in a sealed envelope along with a Motion for Confidential Treatment. Vectris respectfully requests that the Illinois Commerce Commission enter an order pursuant to Section 200.430 of the Illinois Administrative Code protecting the confidentiality of this proprietary and sensitive information and that it not be made a part of the public record or otherwise be made available for public disclosure.